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10 Attorneys for Interested Party
11 Brookfield Retail Properties, Inc.

12 UNITED STATES BANKRUPTCY COURT

13 DISTRICT OF NEVADA

14 In re:
15 CASH CLOUD, INC.
16 d/b/a COIN CLOUD,
17 Debtor.

18 Case No.: 23-10423-MKN
19 Chapter 11

20 **DECLARATION OF DELANEY CLUTTS
21 SUPPORTING LIMITED OBJECTION
22 OF BROOKFIELD LANDLORDS TO
23 DEBTOR'S OMNIBUS MOTIONS FOR
24 ENTRY OF ORDERS APPROVING
REJECTION OF UNEXPIRED LEASES**

25 **Hearing Date: 7/20/2023
26 Hearing Time: 10:30 a.m.**

27 I, DELANEY CLUTTS, declare as follows:

28 1. I am employed by Brookfield Properties Retail, Inc. ("Brookfield
29 Properties") as a Department Coordinator, Business Development, Retail, at its offices in Chicago,
30 Illinois. Brookfield Properties has been retained to provide property management and leasing
31 services by, and is affiliated with, the multiple shopping center landlords (the "Brookfield
32 Landlords") delineated in the *Limited Objection of Brookfield Landlords To Debtor's Omnibus*
33 *Motions For Entry Of Orders Approving Rejection of Unexpired Leases* ("Brookfield Objection"),
34 filed herewith.

1 2. My duties involve the management and leasing of specialty retail properties,
 2 such as kiosks, retail merchandising units, vending machines and seasonal tenancies at shopping
 3 centers throughout the Brookfield Properties portfolio, including national tenants. As a result, I am
 4 familiar with the License Agreements between the Brookfield Landlords and debtor Cash Cloud,
 5 Inc. (“Debtor”) and have been actively involved in communications with the Debtor both prior to,
 6 and following its bankruptcy. If called upon to testify in this proceeding, as to the matters set forth
 7 in this declaration, I could and would competently testify thereto, since the facts set forth herein
 8 are personally known to me to be true or I have gained knowledge of them from the books, records
 9 and files of the Brookfield Properties and Landlord maintained in the ordinary course of business.

10 3. Over the last several weeks, following the filing of Debtor’s Chapter 11
 11 case, the pending sale of certain assets of Debtor to Heller Capital, and the recent filing of Debtor’s
 12 omnibus motion to reject leases (including many of the license agreements with the Brookfield
 13 Landlords), I have communicated with multiple mall managers regarding the status of the Digital
 14 Currency Machines (“DCMs”) located in the multiple shopping center properties managed by
 15 Brookfield Retail. As a result, I have personally confirmed the continued presence of Debtor’s
 16 DCMs at many of the Brookfield Landlords’ shopping centers and, in some cases, have seen
 17 photographs evidencing such continued occupancy of the licensed premises.

18 4. In an effort to further confirm the status of Debtor’s DCMs, on July 10,
 19 2023, I exchanged e-mails with Eric DeRama, a Client Relations Manager for Debtor. Mr.
 20 DeRama confirmed that Debtor’s DCMs remain at all of the Brookfield Landlord’s locations, not
 21 just at the three locations (Columbiana Centre, Market Place Shopping Center and Neshaminy
 22 Mall) that, at this point, are being assumed and assigned to Heller Capital. With DCM units
 23 remaining at the licensed premises, absent the assumption and assignment of the Debtor’s license
 24 agreements or some new deal with Heller Capital, the Brookfield Landlords are currently unable to

1 use the premises for any alternative use. A true and correct copy of Mr. DeRama's e-mail to me
2 is attached hereto as Exhibit "1" and incorporated herein by this reference.

3 Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the
4 United States of America that the foregoing is true and correct and that this declaration was
5 executed on July 12, 2023 at Chicago, Illinois.

6 *Delaney Clutts*
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Delaney Clutts

EXHIBIT 1

From: Eric DeRama <eric.derama@coin.cloud>
Sent: Monday, July 10, 2023 11:55 AM
To: Driscoll, Lizette <Lizette.Driscoll@bpretail.com>
Cc: Clutts, Delaney <Delaney.Clutts@bpretail.com>; Robert Phillips <robert.phillips@coin.cloud>; MT <mt@coinclouddc.com>
Subject: Re: Exciting News From Coin Cloud & Heller Capital!

[EXTERNAL]

Hi Lizette, hope your morning is going well. The assumed locations are Neshaminy Mall, Market Place Shopping Center, and Columbian Centre Mall.

On Mon, Jul 10, 2023 at 11:44 AM Driscoll, Lizette <Lizette.Driscoll@bpretail.com> wrote:

Eric, can you please confirm which three were assumed?

Lizette Driscoll

Director, National Accounts | Business Development
Retail

Brookfield Properties
350 N Orleans St. Suite 300, Chicago, IL 60654

T [312.960.5132](tel:312.960.5132) | M [219.644.6104](tel:219.644.6104)

lizette.driscoll@bpretail.com

www.brookfieldpropertiesretail.com

Brookfield
Properties



From: Eric DeRama <eric.derama@coin.cloud>
Sent: Monday, July 10, 2023 11:55 AM
To: Clutts, Delaney <Delaney.Clutts@bpretail.com>
Cc: Driscoll, Lizette <Lizette.Driscoll@bpretail.com>; Robert Phillips <robert.phillips@coin.cloud>; MT <mt@coinclouddcm.com>
Subject: Re: Exciting News From Coin Cloud & Heller Capital!

[EXTERNAL]

Hi Delaney, yes that is correct. Along with the 3 assumed locations, the Coin Cloud units remain in place at all other centers.

On Mon, Jul 10, 2023 at 9:29 AM Clutts, Delaney <Delaney.Clutts@bpretail.com> wrote:

Hi Eric,

Great, we'll keep an eye out.

On another note, I also wanted to touch base and confirm that along with the 3 assumed locations, the Coin Cloud units remain in place at all the other centers?

Thank you again!

Best,

Delaney Clutts

Department Coordinator | Business Development
Retail

Brookfield Properties
350 N Orleans St. Suite 300, Chicago, IL 60654

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delaney.clutts@bpretail.com

www.brookfieldproperties.com

**Brookfield
Properties**



From: Eric DeRama <eric.derama@coin.cloud>
Sent: Monday, July 10, 2023 9:07 AM
To: Clutts, Delaney <Delaney.Clutts@bpretail.com>
Cc: Driscoll, Lizette <Lizette.Driscoll@bpretail.com>; Robert Phillips <robert.phillips@coin.cloud>
Subject: Re: Exciting News From Coin Cloud & Heller Capital!

[EXTERNAL]

Good morning Lizette & Delaney, I'll get the application and the W9 to you today. Sorry for the delay, your patience is greatly appreciated!

On Thu, Jul 6, 2023 at 10:19 AM Clutts, Delaney <Delaney.Clutts@bpretail.com> wrote:

Hi Eric,

In addition to Lizette's request, I do want to confirm that Four Seasons is indeed a Brookfield Property.

Thanks for checking!

Best,

Delaney Clutts

Department Coordinator | Business Development
Retail

Brookfield Properties
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delaney.clutts@bpretail.com

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Brookfield
Properties



From: Driscoll, Lizette <Lizette.Driscoll@bpretail.com>
Sent: Thursday, July 6, 2023 11:42 AM
To: Eric DeRama <eric.derama@coin.cloud>; Clutts, Delaney <Delaney.Clutts@bpretail.com>; Robert Phillips <robert.phillips@coin.cloud>
Subject: RE: Exciting News From Coin Cloud & Heller Capital!

Hi, all. It would be helpful if you would complete the attached and send back so that we can get the entity set up on Salesforce. Also, I believe we have not yet received a W9.

Thanks.

Lizette Driscoll

Director, National Accounts | Business Development
Retail

Brookfield Properties
350 N Orleans St. Suite 300, Chicago, IL 60654

T [312.960.5132](#) | M [219.644.6104](#)

lizette.driscoll@bpretail.com

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Brookfield
Properties



From: Eric DeRama <eric.derama@coin.cloud>

Sent: Thursday, July 6, 2023 9:03 AM

To: Clutts, Delaney <Delaney.Clutts@bpretail.com>; Robert Phillips <robert.phillips@coin.cloud>

Cc: Driscoll, Lizette <Lizette.Driscoll@bpretail.com>

Subject: Re: Exciting News From Coin Cloud & Heller Capital!

[EXTERNAL]

Good morning Delaney, this list looks good. Thank you so much!

Quick question for ya, is Four Seasons Town Centre (410 Four Seasons Town Centre Greensboro, NC) a Brookfield property? I have it on my list as a Brookfield property. I believe this agreement ended in August 2022.

Other than this one question, the list looks great and is current with what I have in our records.

On Wed, Jul 5, 2023 at 1:35 PM Clutts, Delaney <Delaney.Clutts@bpretail.com> wrote:

Good afternoon Eric,

Hope this finds you well post-holiday weekend!

Please find the attached report which should account for all of Coin Cloud's open leases at present. I should mention it's possible there were other leases which were closed in the interim. Not 100% certain but wanted to call it out nonetheless. Will this suffice for your own internal comparison?

I am also happy to run a report which captures all our historical leases with CC but didn't want to inundate unnecessarily. Let me know if that'd be helpful to you though and I'll send it over!

Thanks so much and have a wonderful rest of your afternoon!

Best,

Delaney Clutts

Department Coordinator | Business Development
Retail

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delaney.clutts@bpRetail.com

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Brookfield
Properties



From: Eric DeRama <eric.derama@coin.cloud>
Sent: Sunday, July 2, 2023 7:01 PM
To: Clutts, Delaney <Delaney.Clutts@bpRetail.com>
Subject: Re: Exciting News From Coin Cloud & Heller Capital!

[EXTERNAL]

Hi Delaney, I hope your holiday weekend is going well. When you get a chance, can you confirm which Brookfield properties Coin Cloud has a machine in? Just to give you some back story: I became in charge of all the mall accounts 2 months ago and I am cleaning up & updating the information in my Mall Tracker to keep up its integrity. Thank you so much. I appreciate you!

On Fri, Jun 30, 2023 at 10:45 AM Eric DeRama <eric.derama@coin.cloud> wrote:

Hi Delaney & Lizette,

It was lovely meeting you both. Thanks for taking the time to talk with MT and myself. As requested, here is the timeline of events:

- Date the agreement the bankruptcy closes and Heller is fully in charge: 7/21/2023
- Date when May Overage will be paid: Within 48 hours of agreement
- Date when June Rent will be paid: Within 48 hours of agreement
- Date when July Rent will be paid: Within 48 hours of agreement
- Date when cures will be paid: 8/15/2023

Please let me know if you have any questions. Have a great holiday weekend!

Best Regards,